

Platte-Clay Electric Cooperative, Inc.
Regular January 2019 Meeting of the Board of Directors
Held January 18, 2019

The Regular January 2019 Meeting of the Board of Directors of Platte-Clay Electric Cooperative, Inc. (hereinafter called the "Cooperative"), was held at the offices of the Cooperative located in Kearney, Missouri, at 9:00 a.m. on Friday, January 18, 2019, pursuant to the Bylaws of the Cooperative and previous resolution of the Board of Directors.

The meeting was called to order by Debi Koechner, President of the Cooperative, who presided. Secretary Theresa Wren acted as Secretary of the meeting and caused the keeping of the minutes.

ROLL CALL

Debi Koechner	Kendall Davis	Larry Leachman
Steve Adkins	Dennis Fulk	Theresa Wren
Kim Goepferich	Gary Shanks	

The Directors in attendance constituted a quorum of the Directors of the Cooperative. Also present at the meeting were Dave Deihl, CEO/General Manager, Tim Hill, Operations Manager, Ken Brown, Accounting, Finance & Customer Service Manager, Ed Williams, Information & Technology Manager, Jennifer Grossl, Communications & Marketing, Ashley Dinwiddie, Engineering, Jim Cox, Safety Manager, Angie Kinard, Executive Assistant, Garret Poorman, Communications Director and Sheri Smiley, counsel for Platte-Clay Electric

Cooperative, Inc.

APPROVAL OF CONSENT AGENDA

A Consent Agenda consisting of the approval of the Agenda, approval of the Minutes from the meeting held December 21, 2018, and approval of Memberships and Terminations was presented. One change to the December minutes was noted. A motion was made, seconded and passed to pass the Consent Agenda as presented with the revision to the December minutes.

MEMBER COMMENTS

Manager Dave Deihl reported there were member comments this month including comments received regarding blinks during the recent snow storm service and positive comments received regarding service.

STAFF REPORTS

Safety

Jim Cox, Safety Manager, gave the loss report. He reported that as of 1/1/19 there were 1620 days of no lost time accidents. He also discussed safety performance report metrics.

Finance Report

Ken Brown gave the Finance and Accounting report for the month of December. He reported on the budget, discussed the balance sheet, the income statement, operating statistics and key ratios. Net Margins for the month are \$215,677 with year-to-date total margins of \$215,677. The Tier is 2.96. He reported that sales for the month of December were in line with the budget.

Engineering Report

Ashley Dinwiddie presented the Engineering Report. She gave updates on Centurylink and United Fiber and discussed potential pole attachments. She also reported on meter change outs, a solar update and reported on the December capital budget.

Operations Report

Tim Hill gave the Operations Report. He reported on outages, including the January snow storm and reported that one crew was sent to West Central to help with outages from the storm. He also gave a facilities update on the remodel.

Information Report

Ed Williams gave the information and technology report. He gave an update on Aclara Ace.

Marketing & Communications Report

Jennifer Grossl gave the marketing report.

She reported on the KC Remodel and Garden Show to be held February 8 – 10 at American Royal Center. She also presented a video of coats and cans that were collected and discussed social media, including Facebook engagement. She also gave the Chamber of Commerce schedules for the upcoming month.

Manager's Report

Dave Deihl gave the manager's report. He led a discussion on how to fill the Board position left open by the death of Director Robert Ray. The board reviewed the Bylaws and a motion was made, seconded and passed to leave the position for the Western District open until the Annual Meeting in May of 2019 where the members will elect a Director to complete the term of the position. A motion was also made, seconded and passed to develop a potential Bylaw change for the Board to review regarding filling vacancies on the Board that are not clearly addressed in the Bylaws.

MEETING REPORTS

NW MEETING

Dennis Fulk and Dave Dehil gave the NW Meeting report. They reported on

financials, margins, engineering and operations updates, AECI updates and load forecast.

PRESIDENT'S REPORT

Debi Koechner gave the president's report. Board Policies 101-206 were reviewed and discussed. Staff had recommended changes to Policies 101 and 203. A motion was made to accept Staff's recommendations and to amend the policies. The motion was seconded and passed. No other changes were made. The Directors also executed the Director Qualification Form. She also reviewed the upcoming meetings:

- February 15 – PCEC Board Meeting
- March 15 – PCEC Board Meeting
- April 16 – N.W. Annual Meeting
- April 19 – PCEC Board Meeting
- April 28-30-NRECA Legislative Conf.

ADDITIONAL BUSINESS

The Board reviewed Policy 214. A motion was made, seconded and passed to revise Policy 214 so that the AMEC board member and the NW Board Member and alternates are elected by the Board when notice of the annual meeting is received when those positions are up for re-election. It was then noted that the NW Board Member position will be up for election in April, 2019, and that the Cooperative had one position

that would be up for re-election from the Board of Directors. An election was then held for who will be nominated to N.W. Electric Cooperative's Board of Directors and Debi Koechner was selected to be the nominee.

EXECUTIVE SESSION

Executive session was called at 12:35 p.m. and was out at 2:45 p.m. Following the Executive Session a Motion was made, seconded and passed to increase the building budget by \$16,000.00 for roof work needed on the building.

ADJOURNMENT

There being no further business to come before the meeting, on motion duly made, seconded and unanimously carried, the meeting was adjourned. The next regular meeting will be held on February 15, 2019, at 9:00 a.m.

APPROVED:

Secretary

President